

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: :
ADELPHIA COMMUNICATIONS CORP., : Case No. 02-41729 (REG)
et al., : Jointly Administered
: :
Debtors. :
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**SECOND ORDER GRANTING CERTAIN APPLICATIONS FOR
ALLOWANCE OF FINAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

Upon the applications for final allowance of compensation for professional services and for reimbursement of actual and necessary expenses (the “Applications”) pursuant to sections 330(a) and 331 of Title 11 of the United States Code (the “Bankruptcy Code”) and rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), filed by the professionals listed on **Schedule A** annexed hereto (the “Retained Professionals”), retained in the cases of the above-captioned debtors and debtors in possession (collectively the “Debtors”) during pendency of these cases; and the Fee Committee appointed by the Court through its retained professionals, having (1) reviewed the Applications and the respective supporting documentation and (2) discussed with the respective Retained Professionals or forwarded Executive Summaries detailing the amounts requested and the reasonableness of certain of the fees and expenses requested; and notice having been given to (1) the Retained Professionals and (2) those parties requesting notice pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(6) and (c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Applications are approved, on a final basis, to the extent set forth in the attached **Schedule A**; and it is further

ORDERED that the Debtors are hereby directed and authorized to pay to the Retained Professionals, to the extent not previously paid, all fees and expenses awarded on **Schedule A**; and it is further

ORDERED that this Court shall retain jurisdiction over all matters arising from or related to this Order.

Dated: New York, New York
April 14, 2008

S/ Robert E. Gerber
HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A

CASE NO.: 02-41729 (REG)(Jointly Administered)

CASE NAME: In Re Adelphia Communications Corporation, et al.

CURRENT FEE PERIOD: June 10, 2002 to February 13, 2007¹

APPLICANT	DATE / DOCUMENT NO. OF APPLICATION	FEES REQUESTED	FEES AWARDED	EXPENSES REQUESTED	EXPENSES AWARDED
<u>Debtors' Professionals</u>					
Covington & Burling	3/30/07 – ECF No. 13369	\$12,079,764.35	\$11,874,338.42	\$492,236.98	\$492,236.98
Duff & Phelps LLC f/k/a Standard & Poor's Corporate Value Consulting	3/30/07 – ECF No. 13449	\$2,440,726.69	\$2,099,259.94	\$11,647.31 ²	\$11,647.31
Fisher Sweetbaum Levin & Sands	3/23/07 – ECF No. 13296	\$766,315.75	\$744,363.28	\$17,458.98	\$17,458.98
Focused Business Solutions, Inc.	3/27/07 – ECF No. 13332	\$1,746,562.10	\$1,746,562.10	\$0.00	\$0.00
Heidrick & Struggles	5/27/04 – ECF No. 5555 ³	\$89,334.00	\$77,095.19	\$21,857.96	\$21,857.96
Holland & Knight LLP	3/30/07 – ECF No. 13426	\$2,049,304.43	\$1,993,304.43	\$247,220.08	\$247,220.08
Holme Roberts & Owen LLP	3/30/07 – ECF No. 13381	\$3,917,649.20	\$3,902,750.34	\$70,602.26	\$70,602.26

¹ In conformity with the Local Rules for the Southern District of New York, this Schedule reflects the fees and expenses requested and awarded for the period June 10, 2002 through February 13, 2007.

² Duff & Phelps, LLC erroneously requested final approval of expenses in the amount of \$0.00. Expenses approved herein represent the aggregate expenses approved in prior interim fee orders.

³ First and Final Application of Heidrick & Struggles was previously approved by Order of this Court on an interim basis only.

SCHEDULE A

DATE: 4/14/2008

INITIALS: REG USBJ

APPLICANT	DATE / DOCUMENT NO. OF APPLICATION	FEES REQUESTED	FEES AWARDED	EXPENSES REQUESTED	EXPENSES AWARDED
Jefferson Wells International, Inc.	3/30/07 – ECF No. 13380	\$11,657,724.36	\$11,440,035.20	\$1,425,034.17	\$1,425,034.17
Klehr Harrison Harvey Branzburg & Ellers LLP	3/29/07 – ECF No. 13361	\$5,969,223.03	\$5,910,863.05	\$651,786.72	\$651,786.72
LEGC, LLC	3/29/07 – ECF No. 13355	\$21,794,604.55	\$21,305,247.85	\$784,341.56	\$784,341.56
Munger Tolles & Olson LLP	3/30/07 – ECF No. 13405	\$4,259,038.06	\$4,120,374.29	\$134,596.42	\$134,596.42
Sherman & Howard	3/29/07 – ECF No. 13359	\$2,753,591.75 ⁴	\$2,668,010.01	\$106,481.16	\$106,481.16
Spencer Stuart	3/30/07 – ECF No. 13383	\$312,000.00	\$312,000.00	\$14,782.00	\$14,782.00
Tauber & Balser P.C.	3/30/07 – ECF No. 13400	\$2,102,422.90	\$1,888,565.50	\$36,747.77	\$36,747.77
TMNG Strategy	3/30/07 – ECF No. 13393	\$890,302.35	\$888,722.94	\$19,677.53	\$19,677.53
<u>Creditors' Committee Professionals</u>					
Klee Tuchin Bogdanoff &	3/30/07 – ECF No. 13417	\$2,722,234.50	\$2,578,525.75	\$166,792.04	\$166,792.04

⁴ Sherman & Howard sought final approval of fees in the amount of \$2,538,325.41, net of voluntary reductions recommended by the Fee Committee in prior interim periods as approved by orders of the Court. The fees requested amount included herein represents total fees requested during the pendency of these cases, prior to deducting voluntary reductions.

SCHEDULE A

DATE: 4/14/2008

INITIALS: REG USBJ

APPLICANT	DATE / DOCUMENT NO. OF APPLICATION	FEEs REQUESTED	FEEs AWARDED	EXPENSES REQUESTED	EXPENSES AWARDED
Stern LLP					
Weiser LLP	3/30/07 – ECF No. 13404	\$2,461,461.40	\$2,431,144.14	\$10,850.11	\$10,850.11
<u>Equity Committee Professionals</u>					
Geoffrey P. Miller	3/30/07 – ECF No. 13148	\$62,370.00	\$56,133.00	\$0.00	\$0.00
Hewitt & Associates, LLC	7/21/03 – ECF No. 2411	\$369,099.00	\$327,310.00	\$4,680.65	\$4,680.65
<u>Counsel to Certain Employees of the Debtors</u>					
O’Melveny & Myers	3/30/07 – ECF No. 13435	\$354,655.92 ⁵	\$336,846.60	\$12,519.12	\$12,519.12

⁵ O’Melveny & Myers erroneously requested final approval of fees in the amount of \$334,569.72. The fees requested amount included herein represents total fees requested during the pendency of these cases, prior to deducting voluntary reductions.

SCHEDULE A

DATE: 4/14/2008

INITIALS: REG USBJ